

Objection Deadline: May 10, 2019 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **Debtors.¹** : **(Jointly Administered)**
----- X

**NOTICE OF REJECTION OF CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, on October 15, 2018 (the “**Commencement Date**”), Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that, on November 16, 2018, the Bankruptcy Court entered an order granting certain expedited procedures for the rejection of the Debtors’ unexpired real property leases and the abandonment of the Debtors’ property located at such leased premises (ECF No. 800) (the “**Rejection Procedures Order**”). An electronic copy of the Rejection Procedures Order can be found at <https://restructuring.primeclerk.com/sears>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, the Debtors hereby give notice of their intent to reject the lease(s) set forth on Annex A attached hereto (each, a “**Lease**,” and together, the “**Leases**”), effective as of (unless otherwise ordered by the Court) the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the leased premises via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the landlord may re-let the premises, as such estimated dates are set forth on Annex A (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that any personal property including inventory, furniture, fixtures, equipment or other materials remaining at the premises subject to the Leases as of the Rejection Date shall be deemed abandoned by the Debtors to the applicable Landlord.

PLEASE TAKE FURTHER NOTICE that with respect to any personal property that is leased to the Debtors by a third party or owned by a third party, such third party shall contact the Debtors and remove or cause to be removed such personal property from the leased premises prior to the Rejection Date. If any such personal property remains on the leased premises after the Rejection Date, the Landlord may dispose of any and all such property as set forth above and without notice or liability to the Debtors or any third party.

PLEASE TAKE FURTHER NOTICE that, any party wishing to object to the Debtors’ proposed rejection of a Lease or abandonment of personal property remaining on the leased premises, must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (an “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than ten (10) calendar days after the date of filing and service of this Rejection Notice (the “**Rejection Objection Deadline**”): (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the applicable counterparty to the Lease that is the subject of the Objection; (iv) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); (v) counsel for the DIP ABL Agent, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times

Square, New York, New York, 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.).

PLEASE TAKE FURTHER NOTICE that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Rejection Objection Deadline a proposed order approving the rejection of the Leases (each such order, a “**Rejection Order**”), substantially in the form attached hereto as Annex B, and the Bankruptcy Court may enter such order without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, if no Objection is properly filed and served in compliance with the foregoing, the rejection of each Lease shall become effective as of the Rejection Date. The deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of the Rejection Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the effective date of rejection shall be the (i) Rejection Date; (ii) such other date to which the Debtors and the counterparty to the Unresolved Objection have agreed; or (iii) such other date as determined by the Court. If an Objection is filed for fewer than all of the Leases included on the Rejection Notice, the Debtors may proceed with submitting a proposed Rejection Order in accordance with the above procedures for the remaining Leases on the Rejection Notice.

PLEASE TAKE FURTHER NOTICE that a copy of all pleadings filed in these chapter 11 cases, including the motion (ECF No. 24) that sought the relief granted in the Rejection Procedures Order, is available for free at <https://restructuring.primeclerk.com/sears> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Dated: April 30, 2019
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

Attorneys for Debtors
and Debtors in Possession

Annex A

Rejected Leases

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
425	1 Imeson Park Blvd, LLC c/o LBA Realty LLC 3347 Michelson Drive Suite 200 Irvine, CA 92612	N/A	SRC Real Estate (TX), LLC	3555-1 St Johns Bluff Road S JACKSONVILLE, FL 32224	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
440	Mantkin LLC c/o Kin Properties, Inc. 185 NW Spanish River Blvd. Suite 100 Boca Raton, FL 33431	N/A	Innvol Solutions, Inc., f/k/a Sears Logistics Services, Inc.	1600 N Boudreau Rd MANTEO, IL 60950	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
443	1055 Hanover LLC c/o LBA Realty LLC 3347 Michelson Drive Suite 200 Irvine, CA 92612	N/A	Sears Holdings Corporation	Hanover Industrial Pk WILKES BARRE, PA 13656	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
443-14-B	Robert K. Mericle Attn: Melanie Colbert 100 Baltimore Drive, East Mountain Corporate Center Wilkes-Barre, PA, 18702	N/A	Sears Holdings Corporation	1057 Hanover St Wilkes Barre, PA 18702	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
443-14-C	Robert K. Mericle Attn: Melanie Colbert 100 Baltimore Drive, East Mountain Corporate Center Wilkes-Barre, PA, 18702	N/A	Sears Holdings Corporation	1057 Hanover St Wilkes Barre, PA 18702	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
8781	Cabot III - PA2B01, LP c/o Liberty Property Limited Partnership 650 East Swedesford Road Suite 400 Wayne, PA 19087	N/A	Kmart Corporation	1475 Nitterhouse Dr Chambersburg, 17201	Warehouse racking, conveyor systems and miscellaneous office equipment	4/30/2019
1042	Joplin Properties, LLC c/o Moses Tucker Real Estate 745 E. Joyce Blvd., Suite 220 Fayetteville, AR 72703	N/A	Sears, Roebuck and Co.	802 S High St (Warehouse only) Joplin, Missouri 64801		4/30/2019
1080	GS Portfolio Holdings LLC dba Stonebriar Centre Sears Anchor Attn: Law / Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	2605 Preston Rd Frisco, TX 75034-9434	Auto center tire rack with sprinkler system attached	4/30/2019
1112	GS Portfolio Holdings LLC Ridgedale Center Sears Anchor Attn: Law / Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1605	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	12431 Wayzata Blvd Minnetonka, MN 55305-1925		4/30/2019
1134	US Centennial Malls JV LLC dba The Connecticut Post LP c/o Centennial Real Estate Mgmt. LLC Attn: Chief Operating Officer 8750 N. Central Expressway, Suite 1740 Dallas, TX 75231	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1201 Boston Post Rd Sp 2095 Milford, CT 06460-	Misc Fixtures,showcases,bailer,compactor,Break room furniture,ladders,lockers, file cabs,Pallet racking, Break room appliances, Shoe shelving etc	4/30/2019
1287	GS Portfolio Holdings LLC dba Coronado Center Sears Anchor Attn: Law / Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	6600 Menaul Blvd Ne Ste 700 Coronado, NM 87110-3447		4/30/2019
1318	GS Portfolio Holdings LLC Valley Plaza Mall Sears Anchor Attn: Law/Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	3001 Ming Ave Bakersfield, CA 93304-4145	Built-in Electric Conveyor from L1 to Basement	4/30/2019
1328	3450 S. Maryland Parkway LLC 1370 Jet Stream Dr. Suite 100 Henderson , NV 89052	N/A	Sears, Roebuck and Co.	3450 S Maryland Pkwy Las Vegas(Blvd), NV 89109		4/30/2019

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY- SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
1403	GS Portfolio Holdings LLC Natick Mall Sears Anchor Attn: Law/Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1235 Worcester Rd & Natick, MA 01760-		4/30/2019
1484	Berkshire Mall LLC, C/O Allied Properties 1665 State Hill Road Wyomissing PA 19610	N/A	Sears, Roebuck and Co.	Warren St Bypass & Bern Rd Reading, PA 19610-	IT Equipment, Registers, Cashwraps, Baler, compactor, office furniture, cash office safe, gondola fixtures, stands, 4ways, rounders, apparel folding tables	4/30/2019
1575	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	N/A	Sears Operations LLC	100 Newmarket Fair Mall Hampton, VA 23605-1406		4/30/2019
1646	Carolina Place LLC c/o Carolina Place Attn: Law/Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	11033 Carolina Place Pkwy Pineville, NC 28134-8370	Safes, misc office furniture, apparel fixtures, compactor, warehouse racks, appliance fixtures & displays, carts, cash wraps, jewelry cases, cash wraps	4/30/2019
1709	WSSR LLC c/o Lee Chiang, Manager 1479 Torrijos Court Shenandoah, TX 77384	N/A	Sears, Roebuck and Co.	1245 W Warm Springs Rd Henderson, NV 89014-8740	Compactor, baler, fixtures, Gondolas, counters, Office desks, shelving, IT Equipment, jewelry fixtures, safe, warehouse racks	4/30/2019
1773	RPI Salisbury Mall LLC c/o Brookfield Properties (R) LLC Attn: Legal Department 200 Vesey Street, 25th Floor New York, NY 10281	N/A	Sears, Roebuck and Co.	2306 N Salisbury Blvd Salisbury, MD 21801	Office furniture, A few sales fixtures	4/30/2019
1844	GS Portfolio Holdings LLC The Mall in Columbia Sears ANC Attn: Law/Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	10300 Little Patuxent Pkwy Columbia, MD 21044-3341		4/30/2019
1998	KIR Montebello, L.P. c/o Kimco Realty Corp. Attn: Legal Department 3333 New Hyde Park Road, Suite 100 P. O. Box 5020 New Hyde Park, NY 11042	N/A	Sears, Roebuck and Co.	1401 N Montebello Blvd Montebello, CA 90640-2584		4/30/2019
2119	Landcaster Development Company, LLC c/o C.E. John Company, Inc. Attn: Property Manager 1701 SE Columbia River Drive Vancouver, WA 98661	N/A	Sears, Roebuck and Co.	827 Lancaster Dr Ne Salem(Lancaster), OR 97301-2929		4/30/2019
2138	Macerich La Cumbre LP, c/o The Macerich Company Attn: Legal Department, 401 Wilshire Boulevard, 700 Santa Monica CA 90401	Sprint PCS Assets, LLC 6391 Sprint Parkway Overland Park, KS 66251	Sears, Roebuck and Co.	3845 State St Santa Barbara, CA 93105-3111		4/30/2019
2145	Port Charlotte Mall, LLC c/o Washington Prime Group Attn: General Counsel 180 East Broad Street Columbus, OH 43215	N/A	Sears, Roebuck and Co.	1441 Tamiami Trl Port Charlotte, FL 33948	IT, Office FURN, Material Handling, Baylor, Breakroom Tables, 2 Counters, Trade Fixtures	4/30/2019
2173	Wilton Mall, LLC, c/o The Macerich Company Attn: Legal Department, 401 Wilshire Blvd., Suite 700 Santa Monica CA 90401	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	3065 Route 50 Saratoga, NY 12866-2960	Jewelry Cases, Cash Wraps, Baler	4/30/2019
2179	LBG Medford, LLC c/o LBG Real Estate Companies LLC 11150 Santa Monica Blvd. Suite 770 Santa Monica, CA 90025	N/A	Sears, Roebuck and Co.	501 Medford Ctr Medford, OR 97504		4/30/2019
2244	North Hanover Centre Realty, LLC c/o Namdar Realty Group, LLC 150 Great Neck Road Suite 304 Great Neck, NY 11021	N/A	Sears, Roebuck and Co.	1155 Carlisle St Ste 5 Hanover, 17331		4/30/2019

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
2278	GGP LP LLC, d/b/a Grand Teton Mall LLC Attn: Law/Lease Administration Department, 350 N. Orleans Street, Suite 300 Chicago IL 606541607	N/A	Sears, Roebuck and Co.	2300 E 17Th St Idaho Falls, ID 83404-6504		4/30/2019
2311	GS Portfolio Holdings LLC Attn: Law/Lease Administration Department Sooner Mall Sears Anchor 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	3201 W Main St Norman, OK 73072-4847		4/30/2019
2329	Columbia Mall Partnership c/o Simon Property Group Attn: General Counsel 225 West Washington Street Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	1321 N Columbia Center Blvd Kennewick(Pasco), WA 99336		4/30/2019
2505	Stockbridge Lakeshore, LLC c/o Lakeshore Mall Management Office Attn: Mall Manager 150 Pearl Nix Parkway Gainesville, GA 30501	N/A	Sears, Roebuck and Co.	150 Pearl Nix Pkwy Gainesville, GA 30501		4/30/2019
2637	GG&A Central Mall Partners, LP c/o Gregory Greenfield & Associates Attn: Asset Manager Central Mall - Port Arthur 124 Johnson Ferry Road NE Atlanta, GA 30328	N/A	Sears, Roebuck and Co.	3100 FM 365 Port Arthur, TX 77642		4/30/2019
2654	Dover Mall LLC c/o Simon Property Group 225 West Washington Street Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	1000 Dover Mall Dover, DE 19901		4/30/2019
2656	Watkins Hanford, LLC Attn: Lance C. Watkins, Manager p.o. Box 50116 Sparks, NV 89435	N/A	Sears, Roebuck and Co.	Hanford Mall - 1545 Mall Drive Hanford, CA 93230		4/30/2019
2807	JTL Rock Hill LLC, c/o SRS Real Estate Partners Attn: General Counsel, 8343 Douglas Avenue, Suite 200 Dallas TX 75225	N/A	Sears, Roebuck and Co.	2197 Dave Lyle Blvd Rock Hill, SC 29730-	Jewelry case, footwear shelving, condolas, 4ways and t-stands, universalsand register stands	4/30/2019
2823	TRP-MCB Eastpoint, LLC c/o MCB Real Estate LLC 2701 N. Charles Street Suite 404 Baltimore, MD 21218	N/A	Sears, Roebuck and Co.	7885 Eastern Blvd Baltimore/E Pt, 21224		4/30/2019
3071	Raven Associates - Toms River c/o Aegis Investments, Inc. 342 E Main Street Suite 100 Leola, PA 17540	N/A	Kmart Corporation	213 Highway 37 E Toms River, NJ 08753	4 ways hangfold, slat, fixed tables, rectangular tables, jewelry stand and racks, sock case, shoe gondola	4/30/2019
3097	Fifth Generation Investments, LLC 1805 Zenith Drive Sioux City, IA 51103	N/A	Kmart Corporation	2803 E Kanesville Blvd Council Bluffs, IA 51503-1004	Check outs, shelving and display fixtures, counters, office desks, compactor, fixtures	4/30/2019
3216	CE Vernon II, LLC 1720 Post Road Fairfield, CT 06824	N/A	Kmart Corporation	295 Hartford Turnpike Vernon, CA 06066		4/30/2019
3256	North Plaza I LLC (25%), North Plaza II LLC (25%) and North Plaza III LLC (50%), as Tenants in Common c/o Continental Realty Corporation 1427 Clarkview Road Suite 500 Baltimore, MD 21209	N/A	Kmart Corporation	8980 Waltham Woods Rd Baltimore, MD 21234		4/30/2019
3308	Lake Orion Plaza LLC c/o The Boutrous Companies 596 N. Lapeer Road Lake Orion, MI 48362	N/A	Kmart of Michigan, Inc.	1025 M-24 Lake Orion, MI 48360-1429	Fixtures, Counters, Office furniture, IT equipment, conveyor system	4/30/2019

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
3345	Oryom Ventures, LLC (as to an undivided 2/3 interest) & DoYa Ventures, LLC Oryom Ventures, LLC (as to an undivided 1/3 interest) Re: Kmart - Ceres 633 Erskine Drive Pacific Palisades, CA 90272	N/A	Kmart Corporation	1351 E Hatch Rd Modesto, CA 95351-5010	Compactor, safe, fixtures, Gondolas, counters, Office desks, Conveyer, Shopping carts, shelving	4/30/2019
3807	Fox Run Limited Partnership c/o Brixmo Property Group 450 Lexington Avenue 13th Floor New York, NY 10017	N/A	Kmart Corporation	835 Solomons Island Rd N Prince Frederick, MD 20678-3912	Gondolas, Shelving, Register Stands, Service Desk, Jewelry Cases, Safe, Office Furniture, Conveyor, Broken Refrigeration, Broken Baler, Safe	4/30/2019
3839	Albany-Pacific, LLC c/o Dickerhoof Properties, LLC P O Box 1583 Corvallis, OR 97339	N/A	Kmart Corporation	400 North East Circle Blv Corvallis, OR 97330	Safe, Compactor, Customer Service Desk, Counters, Office Furniture, Security Cameras, Checkstands	4/30/2019
3978	Braelin Village 1752, LLC c/o Kimco Realty Corporation 3333 New Hyde Park Road, Suite 100 p. O. Box 5020 New Hyde Park, NY 11042-0020	N/A	Kmart Corporation	400 Crosstown Road Peachtree City, GA 30269-2915	Gondolas, register stands, service desks, some office furniture, jewelry counters, conveyor, safe	4/30/2019
4224	J & W Monaco Evans, LLC c/o J & W Management Corp 505 Park Avenue New York, NY 10022	N/A	Kmart Corporation	2150 S Monaco St Pkwy Denver, 80222		4/30/2019
4433	Certified Capital LP c/o Pomerantz, Kavinoky & Co., CPA's 6351 Owensonmouth Avenue Suite 203 Woodland Hills, CA 91367-2209	Ruby Tuesday Dave Windham RT MIDWEST HOLDINGS, LLC, PO Box 664 Chanhassen, MN 55317	Kmart Stores of Illinois, LLC	3701 Broadway St Quincy, IL 62301-3721		4/30/2019
4490	Caparra Center Associates LLC P O Box 9506 San Juan PR 00968-0506	N/A	Kmart Corporation	Caparra Hgts - San Patricio S/C Roosevelt & San Patricio Avenues San Juan, PR 00920-2680	Office Furniture, counters and equipment, Safe, Lockers, Conveyor, Warehouse Racking, Baler, Compactor, Salesfloor Racking, Glass Cases, Cash Register/Service Desks, Registers, Eas door Equipment, Misc IT and AP equipment, All Unsold Kitchen equipment and furniture, Building Sign	4/30/2019
4858	Urban Edge Properties LP dba Urban Edge Caguas LP 210 Route 4 East Paramus NJ 07652	N/A	Kmart Corporation	Calle Betances Final #400 Caguas, PR 00726-0517	Office Furniture, counters and equipment, Safe, Lockers, Conveyor, Warehouse Racking, Baler, Compactor, Salesfloor Racking, Glass Cases, Cash Register/Service Desks, Registers, Eas door Equipment, Misc IT and AP equipment, All Unsold Kitchen equipment and furniture, Building Sign	4/30/2019
5185	RCJ of Winter Park No. 3 LLLP 1011 N. Wymore Road Suite 100 Winter Park, FL 32789	N/A	FBA Holdings, Inc.	500 S. Park Avenue Winter Park, 32789		4/30/2019
7169	Gardena Memorial Medical Plaza, LLC c/o Elite Property Management LLC 3191 W. Casitas Avenue Unit 130 Los Angeles, CA 90039	N/A	Kmart Corporation	400 South Broadway Salina, KS 67401-4005	Gondola, Shelving, Register Stands, Service Desk, Softlines Fixtures, Shopping Carts, Receiving Conveyor, Refrigeration, Possible Forklift.	4/30/2019
7460	Maynardville Pike LP c/o Lippes Mathias Wexler Friedman LLP 50 Fountain Plaza Suite 1700 Buffalo, NY 14202-2216	N/A	Kmart Corporation	6909 Maynardville Pike Ne Knoxville, TN 37918-5325	Misc. fixtures, service desk, register stands, bailer, some gondolas, safe, office furniture	4/30/2019
7677	Riverwalk Inc. 164 N Main St Wellsville, NY 14895	N/A	Kmart Corporation	121 Bolivar Rd Wellsville, NY 14895	3 Aisle Fixtures, Checkout Counters, Hazmat, Office Desk and one chair, Registers	4/30/2019
8253	MP HOLDINGS LLC ATTN: SR VP OF PROPERTY MGMT & GENERAL COUNSEL 3140 PEACEKEEPER WAY MCCLELLAN, CA 95652	N/A	Sears, Roebuck and Co.	4326 Forum Ave MCCLELLAN, 95652		4/30/2019

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
8782	4320 NORTH 124TH STREET LLC C/O COLLIER'S BARRY 1232 NORTH EDISON STREET MILWAUKEE, WI 53202	N/A	Innovo Solutions, Inc., f/k/a Sears Logistics Services, Inc	4320 N. 124Th Street WAUWATOSA, 53222		4/30/2019
8907	Elm Creek Real Estate, LLC 4641 Nall Rd. Dallas , TX 75244	N/A	Sears, Roebuck and Co.	1501 Kings Rd GARLAND, 75042		4/30/2019
9222	Fifth Generation Investments, LLC 1805 Zenith Drive Sioux City, IA 51103	N/A	Kmart Corporation	1111 N 2Nd Cherokee, IA 51012-1287	Some counters/shelves, service desk, safe, some stockroom shelving, office desk, quads	4/30/2019
9245	1109 Cheboygan, LLC 126 Whitman Avenue Staten Island, NY 10308	N/A	Kmart of Michigan, Inc.	1131 E State St Cheboygan, 49721		4/30/2019
9274	GBR Green Acres LLC & Greenwich 29 LP c/o Gibraltar Management Co., Inc. 150 White Plains Rd. Suite 400 Tarrytown, NY 10591	N/A	Kmart Corporation	West Main St R D #1 Greenwich, NY 12834		4/30/2019
9348	Wilson Norridge, LLC c/o AmCap, Inc. 333 Ludlow Street 8th Floor Stamford, CT 06902	Darden/Longhorn Steakhouse Ashley Powell 1000 Darden Center Drive Orlando, FL 32837	Kmart Stores of Illinois, LLC	4210 N Harlem Ave Norridge, IL 60706-1277	Compactor, baler, conveyors, Safe, shelving, refrigeration, Material handling equip., office furniture, gondolas, checkout stands, softlines racks	4/30/2019
9353	Twin City Estate Corporation c/o RL Jones Properties 17195 New College Avenue Wildwood, MO 63040	N/A	Kmart Corporation	155 Twin City Mall Crystal City, MO 63019	Safe, Compactor, Service Desk, Checkout Fixtures, Breakroom Tables, 2 Costume Jewelry Fixtures, and Security System in Ceiling	4/30/2019
9551	Ethan Conrad c/o Ethan Conrad Properties 1300 National Drive Suite 100 Sacramento, CA 95834	NA	Kmart Corporation	6600 Clark Road Paradise, CA 95969		4/30/2019
9619	Parkway Shopping Center, LLC 231 Old Causeway Road Atlantic Beach, NC 28512	N/A	Kmart Corporation	4841 Arendell St Morehead City, NC 28557	Assorted Counters mostly Wood, Checkout Stands, 2 Office Desks, Decking round Walls, Card Bd Bailer, Blood Pressure Machine, Helium Tanks, 6 Assorted Vendor Racks	4/30/2019
9761	RREF IL-WPG Visalia, LLC c/o Wapoint Property Group, LLC 567 San Nicolas Drive, Suite 270 Newport Beach, CA 92660	N/A	Kmart Corporation	3247 W Noble Ave Visalia, CA 93277-1841	Gondolas, service desk/ register stands, safe, compactor, jewelry counters, conveyors, office furniture, misc fixtures	4/30/2019
30941	The First National Bank in Sioux Falls, Trustee of the R.E. Nohlgren Et. Al. Trust P.O. Box 5186 100 South Phillips Avenue (Zip 57104) Sioux Falls, SD 57117-5186	N/A	Kmart Corporation	3709 East 10Th Street Sioux Falls, 57103		4/30/2019
30954	Evelyn-Sunrise Shopping Center c/o Mideb Management Company 541 S. Spring Street Suite 204 Los Angeles, CA 90013	N/A	Kmart Stores of Texas, LLC	2440 Pablo Kisel Blvd Brownsville, 78526		4/30/2019
37914	OND Property LLC c/o Beacon Capital Partners, LLC Attn: General Counsel 200 State Street, 5th Floor Boston, MA 02109	N/A	Sears, Roebuck and Co.	2 N State St Chicago, 60602		4/30/2019
49028	TriNet Essential Facility XXVII, Inc. c/o iStar Financial, Inc. Attn: Asset Management (re: 8440 Hardy Dr./Tempe, AZ) 33 New Montgomery Street, Suite 1210 San Francisco, CA 94105	N/A	Sears, Roebuck and Co.	8440 S Hardy Dr TEMPE, 85284		4/30/2019

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY- SUB/TENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	ABANDONED PERSONAL PROPERTY	ESTIMATED REJECTION DATE
61901	ShopCore Properties LP dba Excel Sears Promenade LLC Two Liberty Place, Suite 3325 50 South 16th Street Philadelphia, PA 19102	Living Spaces Furniture, LLC 4501 Artesia Blvd Buena Park, CA 90638	Sears, Roebuck and Co.	16275 N Scottsdale Rd SCOTTSDALE, 85260		4/30/2019
1945-37-B	PLAZA DEL CARIBE S E P O BOX 363268 SAN JUAN, PR 00936	N/A	Sears, Roebuck De Puerto Rico, Inc.	Plaza Del Caribe 2050 (Rd 2) (Furniture Store only) Ponce, PR 00731		4/30/2019
1915	Santa Rosa Mall LLC c/o Commercial Centers Management, Inc. P.O. Box 362983 San Juan, PR 00936-2683	N/A	Sears, Roebuck De Puerto Rico, Inc.	Avenida Aguas Buenas Bayamon, PR 00959		4/30/2019

Annex B

Rejection Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	Chapter 11
	:
	:
Debtors.¹	Case No. 18-23538 (RDD)
	:
	:
	(Jointly Administered)
	x

**ORDER APPROVING THE REJECTION
OF UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

Pursuant to and in accordance with the *Order Authorizing Debtors to Establish Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandon Property in Connection Therewith* (ECF No. 800) (the “**Rejection Procedures Order**”)² entered in the above-captioned chapter 11 cases of Sears Holdings Corporation and its debtor affiliates (collectively, the “**Debtors**”); and the Debtors having properly filed with this Court and served on the Rejection Notice Parties a notice, dated April 30, 2019 (ECF No. [●]) (the “**Rejection**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Rejection Procedures Order.

Notice") of their intent to reject certain unexpired leases identified on **Exhibit 1** hereto ("Leases") and to abandon any property remaining at the leased premises on the Rejection Date of the applicable Leases that the Debtors determine is too difficult to remove or expensive to store, such that the economic benefits of removing or storing such remaining property would by outweighed by the attendant costs in accordance with the terms of the Rejection Procedures Order, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest and a proper exercise of business judgment; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Leases are hereby rejected pursuant to 11 U.S.C. § 365 as set forth herein, effective as of the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the premises to the Landlord via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the Landlord may re-let the premises, as such estimated dates are set forth on **Exhibit 1** (the "**Rejection Date**").

2. Any and all personal property remaining at the leased premises as of the applicable Rejection Date shall be deemed abandoned pursuant to 11 U.S.C. § 554 upon the Rejection Date and as contemplated by the Rejection Procedures Order and herein without further notice or order of the Court, free and clear of all liens, claims, interests, or other encumbrances.

3. With respect to any assets abandoned at one of the Debtors' leased properties, the applicable Landlord or other designee shall be free, notwithstanding the automatic stay, to dispose of such property without liability to any party (including any third parties) and without further notice or order of the Court; and the applicable Landlord's rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims.

4. If any affected non-Debtor party (each, a “Counterparty”) to a Lease asserts a claim against the Debtors arising from the rejection of the Lease, the Counterparty shall submit a proof of claim by the later of (i) the deadline to file general unsecured proofs of claim (the “**Bar Date**”) fixed by the Court; and (ii) thirty (30) days after the entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall forever be barred from asserting a claim arising from the rejection of their Lease, absent further order of this Court to the contrary.

5. Nothing contained in this Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; or (iv) an approval, assumption, or adoption, of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

6. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Schedule of Rejected Leases